

# Code of Conduct

## Table of Contents

<b>PREAMBLE</b> .....	2
1. Basic principles.....	2
2. General provisions .....	2
<b>Respect for people</b> .....	2
<b>Health and safety</b> .....	3
<b>Sustainable development</b> .....	3
<b>Tools and assets</b> .....	3
<b>Information systems</b> .....	3
Corporate and consolidated financial statements.....	4
<b>Embezzlement and money laundering</b> .....	5
<b>3. Potential conflicts of interest</b> .....	5
4. Relations with third parties.....	6
<b>Suppliers</b> .....	6
Competitors .....	7
<b>5. Gifts and invitations</b> .....	8
<b>6. CORRUPTION AND "FACILITATION PAYMENTS"</b> .....	8
<b>7. Patronage - Donations - Sponsorship</b> .....	9
Sponsorship-Donations .....	9
<b>Sponsorship - Sponsoring</b> .....	9
<b>8. Contributions by an Employee on a private basis</b> .....	10
9. Relations with public authorities.....	10
<b>Financing of political activities</b> .....	10
10. Protection of information .....	11
Confidentiality.....	11
Advertising and marketing.....	12
Representing the Group .....	13
Respect for privacy and personal data.....	14
11. Implementation .....	15
Dissemination, implementation and enforcement of the Code of Conduct.....	15
Responsibility of the Ethics Committee .....	15
Duty to train and raise awareness .....	15

Dissemination to the <b>Employees</b> .....	15
Dissemination to suppliers, business partners and customers .....	15
12. Non-compliance with the Code of Conduct .....	16
Reporting - right to alert .....	16
Disciplinary procedure .....	17
13. Monitoring and updating of the Code of Conduct .....	17
Glossary of the Code of Conduct .....	18

## PREAMBLE

*In the interest of preserving its ethics and integrity, the Berger-Levrault Group has formalized its commitments and ethical responsibilities in this Code of Conduct that all Employees must observe in their daily activities and conduct.*

*I know that I can count on each of you in this process, to which I personally attach particular importance and priority, thank you.*

*Pierre-Marie Lehucher*

## 1. Basic principles

The fundamental principles and values that govern the conduct of Berger-Levrault and its subsidiaries (the "**Group**") are the following:

- Observance of applicable laws and regulations;
- Transparency, ethics and compliance;
- Trust in our Employees and partners.

The Group's Code of Conduct specifies the attitudes that Employees must adopt within the Group, and the conduct they must avoid both internally and in their relations with third parties.

**This Code of Conduct is annexed to the internal regulations of each Group company. It is made available to all Employees.**

## 2. General provisions

### Respect for people

Everyone has the right to respect and human dignity and any form of harassment whatsoever, particularly moral and/or sexual harassment, is unacceptable.

The Group wishes to promote and maintain a working environment that respects each Employee.

All Employees are also required to:

- To reject all forms of discrimination or harassment for reasons such as gender, disability, family situation, sexual preference, age, political and philosophical opinions, religious beliefs, trade union activity, ethnic, social, cultural or national origins;
- To treat fairly all persons working in or with the Group, as well as any candidate wishing to join it;
- To promote equal opportunities for all Employees or candidates in terms of recruitment, access to training, remuneration, social protection, internal mobility and career development. Only personal skills, experience and abilities should be taken into consideration.

## Health and safety

All Employees must also:

- Comply with the Group's health, safety and security regulations.
- Take all reasonable precautions to maintain a clean, safe and healthy work environment.
- Ensure that their actions do not put themselves or others at risk.
- Report dangerous situations in order to reduce the number of work-related accidents by allowing the necessary corrective measures to be taken.

## Sustainable development

The Group has environmental, social and community responsibilities. It strives to respect the environment and to minimize the ecological impact of certain activities (such as travel).

Accordingly, all Employees should strive to:

- Reduce travel and use less polluting alternatives, without necessarily impacting the quality of service offered to customers;
- Save energy and water.
- Take the environment into account in the daily management of activities.

## Tools and assets

The Group provides its employees with the tools, equipment and information they need. Each employee is responsible for the resources made available to him or her and must avoid any loss, misuse, damage or waste. These resources include equipment, property, financial resources and any other assets of the Group. All employees must bear in mind that all Group assets and documents belong to the Group and that they are made available to them on a temporary basis.

## Information systems

It is recalled that:

- The information produced and archived on the Group's information systems belongs to it alone;

- All Employees must be aware that the information they receive in the course of their activities may only be used for professional purposes and in the interests of the Group. They must therefore limit access to such information to those who need it for their work;
- Any external communication, by e-mail or letter, is considered to be an official communication made by the Group and/or a commitment on its part;
- It is forbidden to install software without the explicit permission of the IT department and without a valid license.
- The Group's information systems must not be used to harm the integrity of the Group's network and data, or that of an Employee, partner or third party. This prohibition includes in particular the creation or transmission of chain letters and unsolicited commercial e-mails (spam).

### Corporate and consolidated financial statements

The Group faithfully reflects the financial transactions it carries out in its accounts and communicates its performance in a fully independent and transparent manner. In addition, it undertakes to ensure the simultaneous, effective and complete dissemination of relevant, accurate and true financial and extra-financial information, disseminated in a timely manner and in a manner consistent with previous publications. Only a limited number of specific persons within the Group are authorized to communicate financial information, in compliance with applicable legal and regulatory requirements.

The integrity of the corporate financial statements depends on the accuracy, completeness and timeliness of the accounting records of each company in the Group.

Commercial, financial and other transactions must be recorded fully and fairly in accordance with legal requirements and the accounting principles in force.

The preparation and communication of inaccurate or fraudulent documents is of course illegal.

#### **All Employees must:**

- Help ensure that information in financial and business documents, including financial and extra-financial reporting, is accurate;
- Disseminate accurate, precise and true financial information;
- Keep documents securely and comply with archiving and confidentiality guidelines;
- Follow internal procedures to ensure that customers, suppliers, and other partners are conducting legitimate business activities;
- Cooperate with the internal and external auditors;
- Prohibit all forms of tax evasion.

#### **The Employee must not:**

- Sell, transfer or assign any property belonging to the Group without having obtained the necessary authorizations and documents;

- Accept cash transactions. If there are no other possibilities and only within the legal limit, these must be expressly authorized by the Group and properly recorded and documented;
- Conceal payments made through third parties;
- Voluntarily evade the Group's tax obligations.

### Embezzlement and money laundering

Bank payment fraud, most often organized from abroad, is a real danger of massive financial embezzlement. To limit these risks, it is essential to ensure that the main procedural principles in force are respected, as outlined below:

- Systematic segregation of duties so that no single person in the Group can initiate a payment and validate it, or enter a third party's bank details and initiate the payment.
- Systematic double validation of all disbursements.

In addition, internal control procedures are in place to:

- Set the rules of engagement (signatories of orders by amount, signatories of contracts, recruitment of personnel, etc.);
- Verify credit notes issued to customers prior to shipment,
- Verify product shipments free of charge.

Employees must be vigilant in alerting the finance department when partners are reluctant to provide complete information, or wish to make cash payments.

The Group reminds you that the Group and its authorized Employees must not make any cash payments, except in rare cases permitted by law, for small amounts, and with the Group's express prior consent.

## 3. Potential conflicts of interest

Any Employee may be confronted with situations where his/her personal interests may be in conflict with those of the Group. Anything that may appear to be a conflict of interest can create difficulties and damage the Group's image and reputation.

In order to prevent even potential conflicts of interest, Employees must be vigilant and attentive to situations in which the objectivity of their professional decisions could be compromised. Group Employees who may find themselves in such a situation, or who are informed of such facts, are required, as soon as the situation of conflict arises, to report this to their superiors or the Ethics Committee.

*Examples of possible conflicts of interest for an Employee:*

- *Entering into an agreement for the Group with a company managed or owned by a relative.*
- *Also being an employee and/or shareholder of a partner, supplier, client or competitor of the Group.*
- *Acquiring an interest in real estate or in a company when the purchase could represent an interest for the Group.*

**The Employee must:**

- Inform his/her supervisor or the Ethics Committee of any actual or potential conflict of interest that could influence or appear to influence our judgment and actions (for example, when a relative works for a supplier, or holds a position, office or financial interest in any organization that is a competitor, customer, supplier or business partner of the Group where his/her position in the Group allows him or her to influence the relationship).

**The Employee must not:**

- Conceal information about any conflicts of interest of which he/she may be aware;
- Take part in actions that are in any way related to a conflict of interest.

## 4. Relations with third parties

### Suppliers

The Group attaches great importance to the fair selection of its suppliers.

It asks them to comply with the ethical principles set out in this code and to ensure that their own suppliers and/or subcontractors comply with them.

A competitive bidding procedure must make it possible to select the best proposal. This constitutes a framework that must be respected by placing several companies in competition. The result is based on an analysis of the offers based on purely objective criteria, in particular qualitative, financial and ethical. No element of personal convenience may be retained. Procedures for private agreements are still possible, but they must remain exceptional and be duly justified.

**The Group Purchasing Department or, if applicable, the Purchasing Associate must:**

- Select suppliers after a preliminary audit and according to the nature of the service or products purchased on the basis of open and competitive tenders;
- Ensure that all bids are compared and considered fairly and on the basis of objective criteria that are pre-established in a specification;
- Be transparent about the procedures for selecting tenders;
- Individually inform the service providers that are selected and not selected by giving them an objective account of the Group's decision;
- Maintain balanced commercial relations with all the Group's suppliers;
- Validate the invoices with sufficient time to allow suppliers to be paid according to the contractually agreed terms and conditions, and where applicable, in accordance with the legislation on payment periods in force, unless there are legitimate reasons for not doing so, such as the failure to deliver the goods ordered or a service that is not provided;
- Protect suppliers' confidential information as if it were the confidential information of the Group;
- Ensure that all commitments are made in accordance with the internal procedure for validating contracts implemented by the Group's legal department;

- Conduct an audit of the Group's suppliers each time a contract is renewed, or at least every two years, resulting in an update of its information.

**All Employees are obliged to:**

- Not influence, in any way whatsoever, the purchase of goods and services on the basis of personal or family interests, and to ensure that all purchases are made in accordance with the rules established by the Group;
- Ensure that the amounts of commissions and/or fees paid to agents or consultants are reasonable in light of the services provided and contracted for;
- Ensure that contracts signed with consultants, brokers, partners, agents, or other intermediaries are not used to conceal payments to one or more unauthorized or uninvolved third parties, including officials or employees of a client.

**The Employee must not:**

- Impose abusive conditions on the Group's suppliers, particularly with regard to prices or payment terms;
- Continue to work with a supplier which repeatedly fails to meet the Group's expectations, or which does not comply with its ethical principles, particularly in terms of human rights and/or combating corruption.

## Competitors

The Group is committed to preserving free and undistorted competition, in compliance with applicable laws and practices, without infringing the rules of competition. The Group therefore refrains from any abuse of a dominant position, concerted practice or illegal collusion, project, arrangement or coordinated behavior between competitors or with its partners, particularly concerning prices, territories, market shares or customers.

The penalties applicable in this area are very dissuasive since they can represent significant financial stakes for a group that is found guilty by the competent competition authorities of anti-competitive acts on the market.

**All Employees must not, in particular:**

- Agree on prices with competitors;
- Divide the market with competitors;
- Share information with a competitor on prices, profit margins, offers, distribution processes, sales conditions, or any other information of any kind, in particular any commercial or financial information which is not intended to be disclosed or made public;
- Denigrate competitors, including misrepresenting their products or services;
- Put in place or accept contractual conditions that grant exclusivity or establish a non-competitive geographical area, that may, in particular, limit access to the market on both sides, without the prior intervention and authorization of the Legal Department.

## 5. Gifts and invitations

Gifts, entertainment and gratuities are often considered to be normal business activities. Gifts and entertainment sometimes offered to Employees by Group partners or third parties may affect their freedom of choice in the Group's business relationships. These benefits must never influence business decisions in any way, nor be perceived as having such an influence.

To be acceptable, however, they must be offered in a transparent manner and their value must not be excessive in order to qualify as an acceptable commercial gesture.

### **The Employee must in any case:**

- Ensure that gifts and hospitality offered are appropriate and in accordance with the Ethical Principles set out in this code.
- Before offering, giving or accepting a gift or invitation, the Employee must review and follow the rules and instructions outlined in the "Gifts and Invitations" appendix

### **The Employee must not:**

- Create a sense of owing something to a partner, or expecting a gesture or attention in return.
- Receive a gift at home or at the home of a close relative;
- Receive or give gifts in cash, valuables (bearer capitalization bonds, treasury bonds, bearer bonds, money orders, gift cards, gift coupons, etc.), by check, by bank transfer, or by means of any other financial instrument.

## 6. CORRUPTION AND "FACILITATION PAYMENTS"

The Group has a zero-tolerance policy on bribery and corruption, including "facilitation payments," or more precisely payments made in order to have certain administrative formalities performed or expedited.

Acts of corruption are unacceptable within the Group, they are harmful and damage both the Group's image and its reputation. It should be remembered that corruption is prohibited in all countries where the Group operates.

### **The Employee must:**

- Comply with the Group's anti-bribery rules, particularly those set out in this Code;
- Comply with the legal and contractual provisions concerning combating corruption and illicit payments and ask service providers to do the same;
- Immediately inform his/her superiors or the Ethics Committee if he/she becomes aware of actions that may be contrary to any applicable anti-corruption rules;
- Immediately inform his/her superiors or the Ethics Committee in the event of extortion, or attempted extortion, of a sum of money or any other object of value in order to avoid immediate physical harm to an Employee or a representative of the Group and must document the request for payment in full.

### **The Employee must not:**

- Offer, promise or give money, including facilitation payments, or any other object of value (gifts, invitations, etc.) to a representative of a public authority, a political party or a political player, a trade union or a trade union player;
- Offer, promise or give money or anything else of value (gifts, invitations, etc.) to an employee or representative of another company that could lead him/her to violate his/her duty of loyalty to his/her company;
- Accept or solicit money or anything else of value (gifts, invitations, etc.) that could lead to a violation of the duty of loyalty to the Group or be perceived as influencing a business relationship;
- Use intermediaries to do what he/she does not have the right to do, or what he/she is not allowed to do directly. This assumes that the Employee must carefully select and closely monitor the Group's consultants, subcontractors, agents and other business partners.

## 7. Patronage - Donations - Sponsorship

Decisions to make a donation or to commit the Group to a sponsorship operation are subject to the prior approval of the General Affairs Department.

In order to ensure that these contributions have a legitimate purpose, the Group verifies the reputation and legitimacy of the organizations and companies it supports before it implements any action. The decisions taken are recorded in the Group's accounting records and archived.

### Sponsorship-Donations

Donations on behalf of the Group to public or private organizations or charities may be permitted, provided that:

- They are granted to organizations whose objectives are compatible with the values of the Group and the Foundation;
- They are carried out in full transparency (no payments in cash or to private accounts);
- They are reasonable and comply with all applicable laws and regulations, including the Group's internal rules;
- They are not carried out in order to obtain one or more Undue Advantages or to unduly influence a decision.

### Sponsorship - Sponsoring

Sponsorship refers to the financial or material support given to an event by a partner known as an "advertiser" in exchange for advertising space and other forms of communication about the event. The sponsoring advertiser seeks the visibility offered by the event, but also attribution of a positive image depending on the type of event and the values associated with it. The Group sometimes sponsors events and/or activities that are organized, coordinated or supported by third parties. In accordance with the Group's anti-corruption policies, sponsorship includes any form of contribution by the Group, whether financial or in kind, to an event

organized by a third party in return for the possibility for the Group to communicate, in particular about its brands, products or activities.

Sponsorship actions must respect the following rules:

- comply with applicable laws and regulations, as well as the rules applicable within the Group;
- not be made to obtain one or more Undue Advantages or to unduly influence a decision.

## 8. Contributions by an Employee on a private basis

The Group respects the right of each Employee to participate, in a personal capacity, in political activities and to play an active role in the community, as long as it is clear that in doing so, he/she is not representing the Group.

**Each Employee must, if he/she participates in personal political activities:**

- Clearly state that he/she does not represent the Group in any way, and that his/her opinions are strictly personal;
- Inform his/her superiors, if appropriate, if he/she believes that participation in political activities could prevent him/her from properly performing his/her duties in the Group, or could create confusion between his/her personal political positions and those of the Group.

**The Employee must not:**

- Use Group funds and resources (including work time, telephone, paper, e-mail and other Group property) to conduct or support personal political activities;
- Conduct political activity in the workplace or during professional activities related to his/her tasks within the Group;
- Suggest that the Group supports his/her personal political activities;
- Undertake on behalf of the Group to support financially, in particular, political parties, politicians or candidates in elections;
- Compel his/her co-workers or any other partner to contribute, in any way whatsoever, including through gifts or funds, to political projects or associations.

## 9. Relations with public authorities

Transactions with public authorities are governed by the Public Procurement Code.

An Employee must never directly or indirectly offer anything of value to a public official in exchange for preferential treatment.

### Financing of political activities

The financing of political parties is subject to legislation that varies from country to country.

The Group's policy is not to make any contribution of any kind, including financial contributions, to political organizations or parties, or to political figures.

The Group respects the right of its Employees to participate individually in local political and civic life. Such involvement must be in a personal capacity, on their own time and at their own expense, in accordance with the law. An Employee must clearly separate his/her personal political activities from his/her duties within the Group in order to avoid any conflict of interest.

## 10. Protection of information

### Confidentiality

Any information that is not public must be protected, even in the absence of a formal obligation of secrecy, whether it concerns the Group, its Employees or third parties.

This information is very valuable, and its inadvertent or accidental disclosure may not only affect the Group's competitiveness but may also be a source of malicious acts or unfair competition.

The protection of internal information requires strict adherence to the Group's rules on this subject.

This includes: contracts and pricing information, marketing plans, technical specifications and information on Employees, data relating to the organization chart, customer files, sales notes, tariffs and other financial information, plans to consult a customer or supplier, plans and conditions for transfers or acquisitions.

In addition, the disclosure of such information may constitute a breach of the confidentiality commitments to which the Group has committed itself with respect to third parties, but may also give rise to insider trading by bringing to the attention of potentially malicious third parties information that is not publicly known and that could have an impact on the financial market.

#### **The Employee must:**

- Limit the disclosure of internal information to those who have a legitimate need to know in the interest of the Group;
- Keep secure all confidential data, regardless of their nature, that belong to a partner of the Group or to the Group itself, both in paper and electronic format, and carefully examine any situation in which it is envisaged to disseminate such data outside the Group, even in the context of business relationships already established with third parties;
- Follow an appropriate procedure when the exchange of confidential information is necessary for the completion of a project in progress, in particular by signing a confidentiality agreement to secure the use of the information;
- Always ensure compliance with the rules for the distribution, reproduction, conservation and destruction of documents;
- Report to his/her supervisors or to the IT Department any anomaly that may indicate that the protection or confidentiality of sensitive information may have been affected (the disappearance of documents, an abnormal request for information, indications of the manipulation of information systems, etc.);

- Be discreet when talking in public places (trains, planes, restaurants, seminars, etc.);
- Comply with the rules specific to IT security and safety, in particular by referring to the Group's Charter for the Use of Information Systems, which is also available on the Intranet.

**The Employee must not:**

- Discuss or work on internal information in public places where conversations can be overheard and data security can be compromised;
- Disclose, directly or indirectly, confidential information to persons outside the Group, such as other Group Employees whose duties do not require such knowledge;
- Retain information about or belonging to the Group, in its original form or copies, if he/she leaves the Group for any reason.

## Advertising and marketing

The Group provides its customers with truthful and clear information about its products and services, and is careful not to make any misleading statements or claims.

The Group is committed to the utmost vigilance in its commercial and advertising communications, by promoting responsible behavior.

The Group undertakes to organize marketing actions with opinion leaders and sales representatives, such as seminars and receptions adapted to the function, profession and status of the persons for whom they are intended.

**The Employee must:**

- Observe the internal validation processes for communication, promotion and advertising;
- Use only promotional and other information materials that comply with applicable internal procedures;
- Design sales promotions and direct marketing operations so that customers can easily understand the terms of the offer;
- Ensure the protection of the personal data of the Group's partners, whether they are customers, suppliers or subcontractors;
- Refrain from denigrating competitors, including by making false statements about their products and/or services.

**The Employee must not:**

- Deliberately exaggerate the characteristics of the products and services sold by the Group in its communications, including environmental or social communications;
- Use figures or information other than those officially presented by the Group unless the data is accurate and verifiable.
- Collect information for behavioral advertising purposes without having informed the internet users, for example with regard to the use of cookies.

## Representing the Group

The Group is very concerned about preserving its image and reputation, particularly in the context of its Employees' professional or individual use of social media. These include blogs, wikis, forums, sharing sites (e.g. YouTube, Flickr, etc.) and social networks (e.g. Facebook, LinkedIn, Twitter, etc.).

The Group's reputation depends on the behavior of each of us. Only Employees who have been specifically delegated to do so are authorized to communicate, in the name and on behalf of the Group, about its activities, products, partners or suppliers, whether to the traditional media (press, websites, radio, etc.) or to social media.

Comments made about the Group by Employees, including in private, may not only be attributed to the Group but may also have negative repercussions on the Group's reputation and image.

Employees should therefore use social media in a responsible and respectful manner.

### **The Employee must:**

- Act with the Group's interests in mind;
- Observe the applicable legal and regulatory provisions, in particular with regard to the communication of financial information, the respect of copyright, trademarks, privacy, image rights, business secrecy and confidentiality;
- Ensure that there is no confusion between his/her personal opinions or interests and those of the Group;
- Always identify him/herself as an Employee of the Group when using social media for business purposes;
- Always ensure that any communication project dealing with the Group or a subject that directly or indirectly concerns it has been properly prepared and validated by the Communications Department;
- Gauge his/her vocabulary and language in any communication;
- Be particularly vigilant with regard to positions taken on the Internet, ensuring in particular that the information does not commit the Group, that it is measured, that it respects others and that it guarantees confidentiality and professional secrecy;
- Report to the Communications Department any discussion on the web or any negative comment concerning the Group or a Group product;

### **The Employee must not:**

- Speak for or on behalf of the Group unless expressly authorized;
- Speak or write or make any commitment on behalf of the Group unless delegated;
- Create accounts, pages or blogs on social media in the name of or on behalf of the Group, unless delegated;
- Use the Group's letterhead, logo or e-mail address for personal actions or to express personal views;
- Reuse visuals, content, photos, and other materials without prior authorization and without expressly citing the source.

## Respect for privacy and personal data

The Group acts transparently in terms of personal data protection, respecting the privacy of business partners and Employees.

The Group only collects and retains data that are necessary for its activities. The Group has always been particularly vigilant with regard to the security of personal data, which has been at the heart of its business for many years. The Group complies with the applicable legislation on the protection of personal data. In particular, it is in compliance with the European Regulation 2016/679 (the "GDPR") which came into force on 25 May 2018. The Group has been actively working on its GDPR implementation strategy, and has deployed procedures as well as training demonstrating the importance it places on the data of its partners and Employees. Employees must be aware of their role in protecting this information and undertake to comply with the same high standards that the Group imposes on itself in this area.

For any question relating to personal data and the protection of personal data, the Employee should contact the Group's Data Protection Officer ("DPO").

### **The Employee must:**

- Collect only the personal data necessary for the purpose of the collection, and use minimization procedures (anonymization or pseudonymization where appropriate);
- Correct inaccurate or incomplete data and respect data retention periods;
- Ensure that data are collected in compliance with applicable regulations in force;
- Ensure that personal data are kept secure;
- Ensure that such information is only transmitted internally within the Group to authorized persons who have a legitimate interest in knowing it;
- Comply with regulations applicable to the international transfer of data;
- Guarantee the right of colleagues to privacy;
- Ensure compliance with these principles by service providers and other subcontractors or data processors to whom the collection and/or use of personal data may be entrusted;
- Collect "sensitive" data only in strict compliance with applicable regulations.

### **The Employee must not:**

- Communicate personal data to an unauthorized person and/or to anyone who does not have a legitimate interest in knowing these data;
- Retain such information longer than is necessary for the purpose for which it is collected or as required by contract or applicable law;
- Access personal data collected by the Group for personal purposes, as such data are collected solely for the needs of the Group.

## 11. Implementation

### Dissemination, implementation and enforcement of the Code of Conduct

#### Responsibility of the Ethics Committee

In order to monitor and implement the Code, the Group has set up an Ethics Committee with four permanent members:

- The Director of General Affairs;
- The DPO;
- The Group Finance Director;
- The Director of Accounting and Information Systems;
- The Group's General Counsel.

Any Employee may contact the Ethics Committee at the following generic email address [comite.ethique@berger-levrault.com](mailto:comite.ethique@berger-levrault.com), or one of the above members individually.

The Ethics Committee responds to questions about the Code of Conduct and creates a supportive work environment in which Employees are encouraged to ask questions and raise concerns.

#### Duty to train and raise awareness

Training on the risks of corruption is mandatory for the most exposed Employees. However, each Employee of the Group will receive periodic training on this Code of Conduct. The Group ensures that Employees are made mindful of the prevention of corruption every two years.

No document can foresee or deal with every situation that may arise. It is therefore essential that whenever an Employee thinks he/she may be faced with such a situation, he/she should ask the following questions:

- Is this in line with the Code of Conduct?
- Is this in line with the Group's values?
- What would be the impact of my actions on our stakeholders and could I justify my decision?
- Would I be comfortable if the decision that is made is made public internally and externally?

If the answer to any of these questions is no, or if the Employee is in doubt, he/she should consult the appropriate persons before acting: his/her supervisors or the Ethics Committee.

#### Dissemination to the Employees

The Code of Conduct is disseminated to all Employees and is published on the Group's website.

The fact that an Employee has not read the Code may in no way be used as an excuse for not complying with the obligations it covers.

#### Dissemination to suppliers, business partners and customers

The Group undertakes to ensure that all contracts with the above-mentioned third parties contain the following anti-corruption clause:

*"The Group attaches particular importance to combating fraud and corruption and expects that all persons and companies in relationships with the Group will adhere to the same principles and will scrupulously comply with the regulations in force.*

*Consequently, the Service Provider / Supplier / Customer undertakes to:*

- comply with all regulations intended to combat corruption, including the Sapin II law of 9 December 2016;*
- establish and maintain its own policies and procedures relating to ethics and combating corruption;*
- inform the Group without delay of any event that comes to its attention and which may result in it obtaining an undue advantage, whether financial or of any other nature, in connection with this contract;*
- provide any assistance necessary for the Group to respond to a request from a duly empowered authority relating to combating corruption."*

In any event, it should be noted that the Group's Code of Conduct is available to everyone on the Group's website.

## 12. Non-compliance with the Code of Conduct

### Reporting - right to alert

Employees may have concerns about certain practices and may need assistance or guidance to resolve them. If an Employee suspects non-compliant behavior, he/she must immediately inform his/her supervisor and/or a member of the Ethics Committee.

Employees using the alert system must act in good faith.

Good faith means that an alert is reported without malice or expectation of personal gain, and that the Employee has reasonable grounds for believing in the truthfulness of the statements and/or information reported in the alert.

Misuse of the system may expose the reporting person to disciplinary sanctions and/or legal proceedings. Conversely, its use in good faith will not expose the reporting person to any sanction even if the facts do not prove to be justified after processing and investigation.

In the case of corruption or influence peddling:

- The Employee known as the "Whistleblower" has the right to report to the Ethics Committee or the Legal Department;
- This report must be made in writing (by post, e-mail or in a sealed envelope marked "confidential;")
- The Whistleblower must relate in good faith the facts in question and indicate his/her last name, first name, position and personal address;
- An acknowledgement of receipt of the report will be sent within 15 days;
- Additional information may be requested in written or oral form;
- In the event of an investigation by the Ethics Committee, the principles of confidentiality and presumption of innocence will be respected;

- Any information communicated will be shared only with those persons who have a legitimate need to know in order to ensure that the concern is dealt with, and/or that appropriate action is taken. Strict confidentiality is guaranteed, including in the case of communication to third parties when this is necessary for the processing of the alert;
- Any person who has raised a concern will be informed of the outcome of the investigation, when appropriate, and when the information can be released without violating the law or any other confidentiality requirements. A response will be made within one month following receipt of the report and will indicate the action to be taken;
- If no action has been taken with regard to the report, the elements of the file allowing the identification of the reporting person and the persons in question shall be destroyed within two months following the closure of the verification operations.
- The persons in question shall be informed of the destruction of the file.

### Disciplinary procedure

Failure to comply with this Code may result in disciplinary action being taken against Employees.

Disciplinary sanctions will be applied in accordance with legal and contractual provisions and, in particular, in application of the sanctions procedure provided for in the Group's Internal Regulations. In addition, Employees are reminded that acts of corruption and influence peddling are also punishable by law.

## 13. Monitoring and updating of the Code of Conduct

Compliance with this Code of Conduct will be regularly monitored by the Ethics Committee, including through periodic audits.

Each year, a report on the violations of the Code will be prepared by the Ethics Committee.

The Group will implement any corrective measures that may be necessary to avoid a repetition of the events noted in this annual report.

This Code of Conduct will be periodically reviewed and updated as necessary to reflect good practice.

**Effective date of this Code of Conduct: April 1, 2019**

## Glossary of the Code of Conduct

<b>Public Official</b>	Refers to an official or employee of a public service, government, department or municipality. Public Officials include officers at all levels of government, regardless of rank or position.
<b>Undue Advantages</b>	Means offering, promising, authorizing, giving or receiving money, gifts, or anything of value to or from business associates or Public Officials in order to improperly obtain or retain business or an advantage in the conduct of business.
<b>Money Laundering</b>	Refers to the process of hiding the true origin and ownership of illegally obtained funds. Corruption is often accompanied by Money Laundering to conceal the illicit nature of kickbacks, commissions or bribes received
<b>Group</b>	Refers to Berger-Levrault, a public limited company whose registered office is located at Boulogne-Billancourt (92100), 892, rue Yves Kermen, registered in the Trade and Companies Register of Nanterre under the number 755 800 646, as well as its subsidiaries, branches and French and foreign establishments.
<b>Employee</b>	Refers to all managers and permanent or temporary employees working for the Group
<b>Management</b>	Refers to the Chairman and CEO of the Group, the Executive Board and the Group's Managers.
<b>Due Diligence</b>	Refers to all the checks and verifications carried out with regard to a company, organization, customer or supplier before performing a transaction.
<b>Confidential Information</b>	Information that the Group has not disclosed or has not made generally available to the public, or that it does not wish to disclose due to its nature or otherwise.  For example: software, applications, solutions and studies related to marketed products and/or brands directly or indirectly associated with the Group, corporate projects and documentation, including business plans, management plans, strategic plans, data and expertise related to technological processes, financial operations, operational strategies, investment and divestment strategies, mergers and acquisitions, operating and financial results, employee information and personal data, customer and employee lists/directories, contracts, major changes in management, new product launches, price lists, business proposals, and any information concerning current or future Group activities.
<b>Invitation</b>	Refers to business meals, travel, accommodations, entertainment, recreation, or transportation associated with formal business events.
<b>Whistleblower</b>	Refers to a natural person who discloses or reports, disinterestedly and in good faith, a crime or misdemeanor, a serious and manifest violation of an international commitment duly ratified or approved by France, a unilateral act of an international organization taken on the basis of such a commitment, the law or regulations, or a threat or serious harm to the general interest, of which he/she has personal knowledge.
<b>Influence Peddling</b>	Refers to an act committed by a person who has public authority, is entrusted with a public service mission, or who is invested with a public elected mandate. It is the fact of soliciting or approving, without having the right, at any time and directly or indirectly, any offers, promises, donations, gifts or advantages of any nature whatsoever; for oneself or for others; in order to misuse or cause the misuse of one's real or supposed influence in order to obtain from an authority public administration distinctions, employment, contracts or any other favorable decision.

